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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, January 14, 2002

JOINT PETITION OF

AMERICAN WATER WORKS COMPANY, INC.

CASE NO. PUA010082

and

THAMES WATER AQUA HOLDING GMBH

For approval Under The Utility Transfers  
Act, § 56-88 et seq. of the Code of  
Virginia

ORDER FOR NOTICE AND COMMENT

On December 19, 2001, American Water Works Company, Inc. ("American"), and Thames Water Aqua Holdings GmbH ("Thames Holdings")(collectively, the "Petitioners") filed a joint petition requesting approval, pursuant to § 56-88.1 of the Code of Virginia, for Thames Holdings to acquire control of Virginia-American Water Company, United Water Virginia, Inc., and Bluefield Valley Water Works Company (collectively, the "American Companies").

American, Thames Holdings, RWE Aktiengesellschaft, the parent holding company of Thames Holdings, and Apollo Acquisition Company ("Acquisition Corp."), a subsidiary of Thames Holdings, have entered into an Agreement and Plan of Merger dated September 16, 2001. The Agreement provides that

Acquisition Corp. shall be merged with and into American, the corporate parent or grandparent of each of the American Companies, and that American will be the surviving corporation.

NOW THE COMMISSION, having considered the matter, is of the opinion that public notice should be given, interested persons should be provided with an opportunity to comment and request a hearing, and the Commission Staff should file a report detailing the results of its review of the above-captioned petition.

Accordingly, IT IS ORDERED THAT:

(1) The Petitioners shall promptly make a copy of their joint petition and supporting materials available to the public, who may obtain a copy of the joint petition at no charge, by requesting it in writing from the Petitioners' counsel at the address detailed below.

(2) On or before February 5, 2002, any interested person may file with the Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, an original and fifteen (15) copies of comments on the above-captioned joint petition and shall refer to Case No. PUA010082.

(3) On or before February 5, 2002, any person desiring a hearing in this matter shall file an original and fifteen (15) copies of a request for hearing with the Clerk, State Corporation Commission, c/o Document Control Center, Post Office

Box 2118, Richmond, Virginia 23218, and shall refer in his or her request to Case No. PUA010082. Any request for hearing shall detail the reasons that such issues cannot be adequately addressed in written comments.

(4) A copy of such comments and requests for hearing shall simultaneously be sent to counsel for the Petitioners as follows: Donald G. Owens, Esquire, Troutman Sanders Mays & Valentine LLP, 1111 East Main Street, Richmond, Virginia 23219.

(5) On or before February 5, 2002, any person filing comments or requests for hearing may also file a notice of participation in accordance with Rule 80 B of the Commission's Rules of Practice and Procedure ("Rules"), 5 VAC 5-20-80 B. A copy of any notice of participation must simultaneously be sent to the Petitioners at the address set forth in Ordering Paragraph (4) above.

(6) The Commission Staff shall review the application and shall file, on or before February 14, 2002, an original and fifteen (15) copies of its report detailing the results of its investigation of the matter.

(7) The Petitioners shall respond to written interrogatories within seven (7) calendar days after receipt of the same. Except as modified above, discovery shall be in accordance with Part IV of the Rules.

(8) On or before January 24, 2002, the Petitioners shall publish the following notice as display advertising, not classified, once in newspapers of general circulation in the American Companies' service territories.

NOTICE OF JOINT PETITION OF  
AMERICAN WATER WORKS COMPANY, INC.,  
AND THAMES WATER AQUA HOLDINGS GmbH  
CASE NO. PUA010082

On December 19, 2001, American Water Works Company, Inc. ("American"), and Thames Water Aqua Holdings GmbH ("Thames Holdings")(collectively, the "Petitioners") filed a joint petition requesting approval, pursuant to § 56-88.1 of the Code of Virginia, for Thames Holdings to acquire control of Virginia-American Water Company, United Water Virginia, Inc., and Bluefield Valley Water Works Company (collectively, the "American Companies").

American Thames Holdings, RWE Aktiengesellschaft, the parent holding company of Thames Holdings, and Apollo Acquisition Company ("Acquisition Corp."), a subsidiary of Thames Holdings, have entered into an Agreement and Plan of Merger dated September 16, 2001. The Agreement provides that Acquisition Corp. shall be merged with and into American, the corporate parent or grandparent of each of the American Companies, and that American will be the surviving corporation.

A copy of the above-referenced joint petition is available for inspection during regular business hours at the State Corporation Commission, Document Control Center, First Floor, Tyler Building, 1300 East Main Street, Richmond, Virginia. Interested persons may obtain a copy of the joint petition, at no charge, by requesting a copy in writing from the Petitioners'

counsel at the address noted below: Donald G. Owens, Esquire, Troutman Sanders Mays & Valentine LLP, 1111 East Main Street, Richmond, Virginia 23219.

On or before February 5, 2002, any interested person may file with the Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, an original and fifteen (15) copies of any comments and/or requests for hearing on the above-referenced application. Such comments and requests must refer to Case No. PUA010082. A copy of such comments or request for hearing must simultaneously be sent to Petitioners at the address set forth above.

On or before February 5, 2002, any person filing comments or requests for hearing may also file a notice of participation in accordance with Rule 80 B of the Commission's Rules of Practice and Procedure, 5 VAC 5-20-80 B. A copy of any notice of participation must simultaneously be sent to the Petitioners at the address set forth above.

A copy of the Order for Notice and Comment may be obtained from the Clerk of the Commission. The text of the Order may be viewed at the Commission's website: <http://www.state.va.us/scc/caseinfo/orders.htm>.

AMERICAN WATER WORKS COMPANY, INC., AND THAMES WATER  
AQUA HOLDINGS GmbH

(9) The Petitioners shall forthwith serve a copy of this Order on the Chairman of the Board of Supervisors of any county and upon the Mayor or Manager of any county, city, or equivalent officials in counties, towns, and cities having alternate forms of government with the American Companies' service territories.

Service shall be made by first-class mail or delivery to the customary place of business or residence of the person served.

(10) On or before February 5, 2002, the Petitioners shall provide the Commission with proof of notice required in Ordering Paragraphs (8) and (9).